

RECORDATION NO. 20532 FILED 1425  
FEB 3 1997 9 50 AM

December 23, 1996

Secretary  
Surface Transportation Board  
Washington, D.C. 20423-0001

Re: **Memorandum of Lease Agreement**

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 1, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: AG Processing, Inc.  
P.O. Box 2047  
Omaha, NE 68103-7809

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very truly yours,



Keith Andersen  
Manager-Documentation

0129A

RECORDATION NO. 20532 FILED 1400  
FEB 3 1997 9 50 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of November, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and AG PROCESSING INC. ("Lessee"), a Iowa corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 01, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John J. Thomas

Name: JOHN J. THOMAS

Title: President

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 20 day of November, 1996.

[CORPORATE SEAL]

0129A

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally came before me this day and acknowledged that (s)he is President Secretary of First Union Rail Corp, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its \_\_\_\_\_ President, sealed with its corporate seal and attested by Michelle Berg as its \_\_\_\_\_ Secretary.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of December, 1996.

Michelle Berg  
Notary Public

My Commission Expires:

7/18/98  
(Notary Public)



LESSEE:

[NAME OF CORPORATION]

ATTEST:

By: TERRY J. VOSS

Name: Terry J. Voss

Title: Vice President Transportation

By: Delores D. Hunt

Name: Delores D. Hunt

Title: Rail Equipment Coordinator

Executed on this 12 day of Dec, 1996.

[CORPORATE SEAL]

STATE OF Nebraska

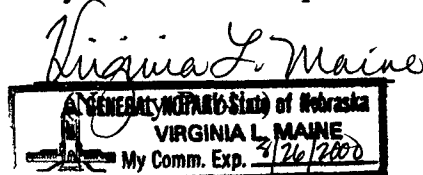
COUNTY OF Douglas

I, VIRGINIA L. MAINE, a Notary Public of the County and State aforesaid, certify that TERRY J. VOSS personally came before me this day and acknowledged that (s)he is VICE PRESIDENT ~~Secretary~~ of Ag PROCESSING INC., a Iowa corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its VICE President, sealed with its corporate seal and attested by Delores Hunt as its Rail Equip. Coord. ~~Secretary~~.

WITNESS my hand and official stamp or seal, this 12 day of December, 1996.

Virginia L. Maine  
Notary Public

My Commission Expires:



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## SCHEDULE 1 - DESCRIPTION OF EQUIPMENT

25-Nov-96

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<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO. OF CARS</u>
AGP006				
	TGOX	030619	T108	1
	TGOX	012962	T108	1
	TGOX	012966	T108	1
	TGOX	012969	T108	1
	TGOX	030608	T108	1
	TGOX	030609	T108	1
	RUSX	030032	T108	1
	TGOX	030618	T108	1
	TGOX	030675	T108	1
	TGOX	030627	T108	1
	TGOX	030636	T108	1
	TGOX	030638	T108	1
	TGOX	030639	T108	1
	TGOX	030648	T108	1
	TGOX	030660	T108	1
	TGOX	030661	T108	1
	TGOX	030666	T108	1
	TGOX	030610	T108	1

Grand Total:

18

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**SCHEDULE 1 - DESCRIPTION OF EQUIPMENT**

26-Nov-96

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
AGP007				
	FURX	830032	C113	1
	FURX	830039	C113	1
	FURX	830021	C113	1
	FURX	830037	C113	1
	FURX	830036	C113	1
	FURX	830035	C113	1
	FURX	830168	C113	1
	FURX	830033	C113	1
	FURX	830040	C113	1
	FURX	830031	C113	1
	FURX	830030	C113	1
	FURX	830029	C113	1
	FURX	830028	C113	1
	FURX	830026	C113	1
	FURX	830025	C113	1
	FURX	830024	C113	1
	FURX	830022	C113	1
	FURX	830034	C113	1
	FURX	830051	C113	1
	FURX	830155	C113	1
	FURX	830065	C113	1
	FURX	830056	C113	1
	FURX	830055	C113	1
	FURX	830054	C113	1
	FURX	830038	C113	1

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
	FURX	830052	C113	1
	FURX	830041	C113	1
	FURX	830050	C113	1
	FURX	830049	C113	1
	FURX	830048	C113	1
	FURX	830046	C113	1
	FURX	830045	C113	1
	FURX	830044	C113	1
	FURX	830043	C113	1
	FURX	830042	C113	1
	FURX	830053	C113	1

**Grand Total:**

**36**